

Domino's Pizza Enterprises Limited

Code of Conduct for Employees

**Adopted by the Board on 11 April 2005 and revised on 23 June 2009 and 10 August 2015
(ASX Governance Principles and Recommendations: Recommendation 3.1)**

1 Code objectives

- 1.1 Shareholders and the broader community have particular expectations about the way in which the Company operates.
- 1.2 The objectives of this policy are to guide behaviour, enhance investor confidence in the Company and demonstrate the commitment of the Company to comply with its legal obligations as well as to ethical standards and practices.

2 Who does this Code apply to?

- 2.1 This policy applies to all Directors, senior executives and employees (**Employees**).

3 Standard of behaviour

- 3.1 All Employees of the Company must, as far as possible, act with the utmost personal integrity, honesty and objectivity, striving at all times to enhance the reputation and performance of the Company and the Group and, where possible, to act in accordance with the best interests of shareholders, staff, clients and all other stakeholders in the Company. If an Employee becomes aware of unlawful or unethical behaviour, he or she will report it to the Chairman. The identity of the Employee reporting the violation in good faith will remain confidential.

4 Interests of legitimate stakeholders

- 4.1 In making decisions on behalf of the Company, Employees will respect and have regard to the bona fide interests of legitimate stakeholders in the Company, including its shareholders, employees, customers, clients, partners and suppliers.
- 4.2 The Company will not knowingly infringe the legal rights of legitimate stakeholders, and will take reasonable steps to minimise the risk of doing so unintentionally.

5 Whistleblowing

- 5.1 The Board takes responsibility to enquire into, and take appropriate action in relation to, all bona fide complaints or allegations which indicate that there may be illegal or unethical conduct by the Company or any of its Employees.
- 5.2 The CEO will make him/herself available as the initial point of contact for all persons lodging such complaints or allegations and will inform the Board of such complaints and allegations.
- 5.3 If a complaint or allegation relates to the CEO, or the person making the complaint or allegation is uncomfortable, for bona fide reasons, with making the complaint or allegation

to the CEO, then the Chairman of the Board will receive and deal with the complaint or allegation.

- 5.4 The person making a complaint or allegation will, in all circumstances, be treated with respect and anonymity, except to the extent that they agree to have their identity disclosed for the purpose of enquiring into the complaint or allegation.

6 Conflicts of interest

- 6.1 Employees are not to give preference to personal interests or to the interests of any associate or other person, where to do so would be in conflict with the interests of the Company. Personal dealings should be kept separate from dealings in their capacity as Employees of the Company. Any avoidable conflicts of interest must be disclosed to the Chairman.

- 6.2 A separate Conflict of Interest Policy exists for handling actual and potential conflicts of Directors (see Board Policy 01/05).

7 Use of information or position

- 7.1 Employees must not misuse information, their position or opportunities arising as a result of their position, improperly gain advantage for themselves or for someone else or to cause detriment to or compete with the Company. Employees must not use the name of the Company to further any personal or other business transaction for their personal benefit.

8 Use of Company property

- 8.1 Employees must not use property or opportunities arising from property, improperly to gain advantage for themselves or for someone else or to cause detriment to or compete with the Company. Employees have a duty to account to the Company for business opportunities which arise as a result of their role in the Company and to use Company resources only for the benefit of the Company. Employees must take reasonable steps to protect the Company's assets and ensure all such assets are used efficiently and for business purposes only.

9 Proper purpose

- 9.1 Employees are to use their powers for a proper corporate purpose and whilst Employees have a primary responsibility to the Company, regard should also be had to other relevant interests.

10 Confidentiality

- 10.1 Confidential information received by an Employee in the course of his or her duties remains the property of the Company and should not be disclosed to any other person without the prior written consent of the Chairman unless the disclosure is required by law or in accordance with their duties as an Employee of the Company. Officers should respect the privacy of others.

- 10.2 Employees must protect proprietary, commercial and other information that is confidential to the Company. These obligations continue after the Employee's engagement with the Company ends.

11 Fair dealing

- 11.1 Employees must act fairly and honestly in all their dealings with and for the Company. Business relationships must be maintained in a way which is consistent with the principles of respect for others and fairness.

12 Compliance with the law

- 12.1 Employees should comply with the letter and where it is clear the spirit of all laws and regulations relating to their business conduct to the best of their abilities. This includes understanding the laws and regulations relevant to their work. The laws that govern the Company's activities may be complex, but ignorance of the law does not excuse Employees from their obligations to comply.
- 12.2 Employees should not engage in conduct likely to have an adverse effect on the reputation of the Company or knowingly participate in any illegal or unethical activity.

13 Political contributions and activities

- 13.1 The Company maintains a position of impartiality with respect to party politics. Accordingly the Company does not contribute funds to any political party, politician, or candidate for public office.
- 13.2 The Company does not prohibit Employees from making personal political contributions but should not use their role with the Company for political interests at any time.

14 Bribes, improper payments, benefits and gains

- 14.1 An Employee should never:
- 14.1.1 accept or offer any improper payment or benefit in connection with their role as an Employee of the Company;
 - 14.1.2 accept any gift, reward or entertainment, including discounted products, free travel or accommodation, if it could create any obligation or expectation that could conflict with their role as an Employee of the Company. If in any doubt, Employees should discuss the matter with the Group Human Resources Manager in the first instance;
 - 14.1.3 try to improperly influence the outcome of an official decision, for example by offering a payment a payment or benefit that is not legitimately due. Such payments or benefits are unacceptable; and
 - 14.1.4 not use their status as an Employee to seek personal gain from those doing business or seeking to do business with the Company.

ENDS